

SLOVER & LOFTUS

ATTORNEYS AT LAW

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WASHINGTON, D. C. 20036

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RECORDATION NO.

9449F  
FILED 1425

No. 7-211A028

Date JUL 30 1987

Fee \$ 10.00

ICC Washington, D. C.

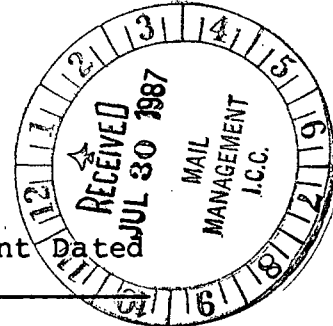
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JUL 30 1987 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

July 30, 1987

Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue  
Washington, D.C. 20423



Re: Utility Fuels, Inc. Security Agreement Dated  
as of July 21, 1978

Dear Ms. McGee:

I have enclosed an original and two copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a supplement, a secondary document, dated July 15, 1987, and it contains an attachment, a letter to the Commission dated December 19, 1978. The primary document to which this supplement is connected is recorded under Recordation No. 9449.

The names and addresses of the parties to the document are as follows:

Trustee

United States Trust Company of New York  
130 John Street  
New York, New York 10038

Lessee

Utility Fuels, Inc.  
P.O. Box 539  
Houston, Texas 77001

ICC OFFICE OF  
THE STENOGRAPHER  
JUL 30 1 37 PM 1987  
MOTOR OPERATING UNIT

Ms. Noreta R. McGee  
July 30, 1987  
Page 2

The equipment covered by this document consists of 764 105-ton 4200 cubic feet gondola-type coal cars; AAR mechanical Designation GTS; bearing the Lessee's identifying mark of UFIX, and identifying numbers as follows: 1009, 1016, 1073, 2001, 2076, 2102, 2104, 3051, 3069, 3073, 3074, 3086, 3102, 3107, 4009, 4010, 4049, 4053, 4083, 5001, 5011-5110, 6001-6110, 7001-7110, 8001-8110, 9001-9110, 10001-10160, 11001-11025, and 11027-11045.

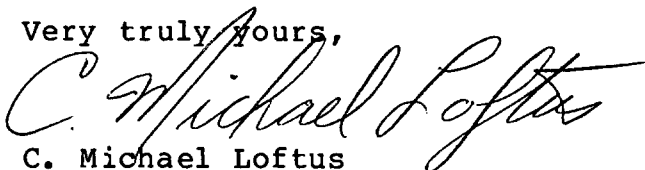
A short summary of the document to appear in the index follows:

Supplement to Security  
Agreement with Recordation No. 9449,  
dated July 15, 1987, and covering 764  
gondola-type cars.

A fee of \$10 is enclosed. Please stamp the original and one copy with your official recording stamp, retain one copy for recordation by the Commission, and return the original and all extra copies to the bearer of this letter, along with your fee receipt.

Thank you for your attention to this matter.

Very truly yours,



C. Michael Loftus  
As Agent for  
Utility Fuels, Inc.

Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/31/87

C. Michael Loftus  
Slover & Loftus  
1224 17th Street, N.W.  
Washington, D.C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/30/87 at 1:45pm, and assigned recordation number(s) 9449-F & 9449-G

Sincerely yours,

*Noreta R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

**UF UTILITY FUELS, INC.**  
A Subsidiary of Houston Industries Incorporated  
P. O. BOX 539 • HOUSTON, TEXAS 77001 • (713) 888-4500

STATEMENT OF NEW NUMBERS

July 15, 1987

Interstate Commerce Commission  
12th & Constitution Avenue  
Washington, D. C. 20423

RECORDATION NO. **9449-F**  
FILED 1425

**JUL 30 1987 -1 45 PM**

Attention: Ms. Noreta R. McGee

INTERSTATE COMMERCE COMMISSION

Gentlemen:

On July 21, 1978, at 9:00 a.m., a Security Agreement dated as of June 15, 1987, between Utility Fuels, Inc. ("the Company") and the United States Trust Company of New York, as Trustee, was filed in your office. The recordation number on the Security Agreement is 9449.

The transmittal letter from the Company dated June 20, 1978, accompanying said filing, stated that the Security Agreement was intended to cover 1,150 railroad cars, only 450 of which had been delivered prior to June 20, 1978. Subsequent supplemental filings to recordation number 9449 (specifically 9449-A, B, C, D, and E) recite that by letter dated December 19, 1978, a copy of which is attached hereto, the Company informed you of the road numbers of the remaining 700 cars which were delivered subsequent to June 20, 1978. However, a review of your file for recordation number 9449 reveals that no such letter of December 19, 1978, is on file.

The first purpose of this filing is then to clarify the record to report that, as indicated by the letter of December 19, 1978, the 700 additional cars were delivered to the Company and became collateral under the terms of the Security Agreement between June 20, 1978, and December 19, 1978. The road numbers of the original 700 105-ton, 4,200 cu ft Youngstown Bathtub Gondola Coal cars are as follows:

Additional Cars

UFIX 5011 to UFIX 5110, inclusive  
UFIX 6001 to UFIX 6110, inclusive  
UFIX 7001 to UFIX 7110, inclusive  
UFIX 8001 to UFIX 8110, inclusive  
UFIX 9001 to UFIX 9110, inclusive  
UFIX 10001 to UFIX 10160, inclusive

The second purpose of this filing is to clarify that the Company has subsequently replaced forty-four (44) cars which replacements constitute collateral pursuant to the terms of the Security Agreement. The road numbers of said cars are as follows:

*UTILITY FUELS, INC.*

Ms. Noreta R. McGee  
Page 2

15-Jul-87

| Cars Removed From<br>Security Agreement<br>----- | Replacement Cars Added<br>to Security Agreement<br>----- | Filing Date<br>----- |
|--|--|----------------------|
| 3051   | 11001  | 16-May-79            |
| 3069   | 11002  | 16-May-79            |
| 3073   | 11003  | 16-May-79            |
| 3102   | 11004  | 16-May-79            |
| 4009   | 11005  | 16-May-79            |
| 4010   | 11006  | 16-May-79            |
| 8075   | 11007  | 16-May-79            |
| 2102   | 11008  | 26-Jun-81            |
| 4053   | 11009  | 26-Jun-81            |
| 5071   | 11010  | 26-Jun-81            |
| 6097   | 11011  | 26-Jun-81            |
| 7005   | 11012  | 26-Jun-81            |
| 7007   | 11013  | 26-Jun-81            |
| 7070   | 11014  | 26-Jun-81            |
| 8031   | 11015  | 26-Jun-81            |
| 8046   | 11016  | 26-Jun-81            |
| 9010   | 11017  | 26-Jun-81            |
| 9099   | 11018  | 26-Jun-81            |
| 10013  | 11019  | 26-Jun-81            |
| 10023  | 11020  | 26-Jun-81            |
| 10035  | 11021  | 26-Jun-81            |
| 10045  | 11022  | 26-Jun-81            |
| 2104   | 11023  | 25-Mar-82            |
| 6030   | 11024  | 25-Mar-82            |
| 8005   | 11025  | 25-Mar-82            |
| 3107   | 11027  | 08-Jul-85            |
| 7009   | 11028  | 08-Jul-85            |
| 3074   | 11029  | 08-Jul-85            |
| 1090   | 11030  | 08-Jul-85            |
| 5001   | 11031  | 08-Jul-85            |
| 9106   | 11032  | 08-Jul-85            |
| 6070   | 11033  | 08-Jul-85            |
| 7109   | 11034  | 08-Jul-85            |
| 1009   | 11035  | 08-Jul-85            |
| 1016   | 11036  | 08-Jul-85            |
| 1073   | 11037  | 08-Jul-85            |
| 4083   | 11038  | 08-Jul-85            |
| 9104   | 11039  | 08-Jul-85            |
| 2076   | 11040  | 08-Jul-85            |
| 2001   | 11041  | 20-Oct-86            |
| 3086   | 11042  | 20-Oct-86            |
| 5020   | 11043  | 20-Oct-86            |
| 8029   | 11044  | 20-Oct-86            |
| 4049   | 11045  | 20-Oct-86            |

UTILITY FUELS, INC.

Ms. Noreta R. McGee  
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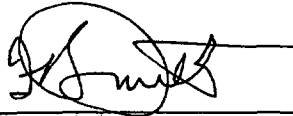
July 15, 1987

Enclosed is our company check number 104578 for the \$10.00 filing fee in connection with the Supplement to Security Agreement #9449.


Very truly yours,

UTILITY FUELS, INC.

BY

  
\_\_\_\_\_  
President

Subscribed before me the  
undersigned authority this  
14<sup>th</sup> day of July 1987

  
\_\_\_\_\_

Notary Public, In And For The  
County of Harris, State of  
Texas

UTILITY FUELS, INC.

P.O. Box 7700 539  
Houston, Texas 77001

December 19, 1978

Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, DC 20423

Attention: Mr. H.G. Homme, Jr.  
Acting Secretary

RECORDATION NO. 9449-F Filed 1428

JUL 30 1987 -1 45 PM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

On July 21, 1978, at 9:00 A.M. a Security Agreement, dated as of June 15, 1978, between Utility Fuels, Inc. (the "Company") and United States Trust Company of New York, as Trustee, was filed in your office. The recordation number on the Security Agreement is 9449. The transmittal letter from the Company dated June 20, 1978, accompanying said filing stated that the Security Agreement was intended to cover 1,150 railroad cars, only 450 of which had been delivered prior to June 20, 1978. The road numbers of the remaining 700 cars which have been delivered since that date are as follows:

| <u>No. of Units</u> | <u>Description</u>  | <u>Road Nos.</u><br><u>(Both Inclusive)</u>  |
|---------------------|---|--|
| 700                 | 105-Ton, 4,200<br>co. ft. Youngs-<br>town Bathtub<br>Gondola Coal<br>Cars | UFIK 5011 to<br>UFIK 5110 Inclusive<br>UFIK 6001 to<br>UFIK 6110 Inclusive<br>UFIK 7001 to<br>UFIK 7110 Inclusive<br>UFIK 8001 to<br>UFIK 8110 Inclusive<br>UFIK 9001 to<br>UFIK 9110 Inclusive<br>UFIK 10001 to<br>UFIK 10160 Inclusive |

Very truly yours,

UTILITY FUELS, INC.

BY

  
President

MK/ms

cc: United States Trust  
Company of New York

SECURITY AGREEMENT #9449 BETWEEN UTILITY FUELS, INC.  
AND THE UNITED STATES TRUST COMPANY OF NEW YORK.